

IN THE UNITED STATES DISTRICT COURT FOR THE  
EASTERN DISTRICT OF PENNSYLVANIA

IN RE PROCESSED EGG PRODUCTS	§	MDL 2002
ANTITRUST LITIGATION	§	08-md-02002
_____	§	
	§	
THIS DOCUMENT APPLIES TO:	§	
No. 2:11-cv-00510-GP	§	Honorable Gene Pratter

**OHIO FRESH EGGS, LLC’S ANSWER AND AFFIRMATIVE DEFENSES**

Defendant Ohio Fresh Eggs, LCC (“OFE”), by and through its attorneys, answers the Third Amended Complaint as follows:

The numbered paragraphs below correspond to the paragraph numbers contained in Plaintiffs’ Complaint. OFE objects to the wording of various headings throughout the Complaint and, to the extent the headings are allegations, denies them. Any allegation not specifically admitted in the following answers is denied.

1. OFE denies the allegations in paragraph 1.
2. OFE admits that Plaintiffs have set forth one possible definition for each of the terms “table eggs,” “breaking eggs,” and “egg products” defined in paragraph 2. OFE otherwise denies the allegations in paragraph 2.
3. OFE denies that it sold shell eggs or egg products to Plaintiffs during the relevant period. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 3 and therefore denies them.

4. OFE denies the allegations in the first and fourth sentences of paragraph 4. Further answering, OFE without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 4 and therefore denies them.

5. OFE admits that supply, in addition to other factors, can affect egg prices. OFE otherwise denies the allegations in paragraph 5.

6. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 6 and therefore denies them.

7. OFE denies that Don Bell is OFE's long-time poultry research economist. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 7 and therefore denies them.

8. OFE denies the allegations in the first sentence of paragraph 8. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 8 and therefore denies them.

9. OFE denies the allegations in paragraph 9.

10. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 10 and therefore denies them.

11. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 11 and therefore denies them.

12. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 12 and therefore denies them.

13. OFE denies the allegations in paragraph 13.

14. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 14 and therefore denies them.

15. OFE denies the allegations in paragraph 15.

16. OFE denies the allegations in paragraph 16.

17. OFE denies the allegations in paragraph 17.

18. OFE denies the allegations in paragraph 18.

19. OFE denies the allegations in the first sentence of paragraph 19. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 19 and therefore denies them.

20. OFE denies the allegations in paragraph 20.

21. OFE denies the allegations in paragraph 21, with the exception of footnote one, to which OFE admits that Plaintiffs have set forth one possible definition of backfiling.

22. The allegations in paragraph 22 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 22.

23. OFE admits that, during the relevant period, it was involved in producing and selling shell eggs and egg products in interstate commerce. OFE incorporates its prior responses by reference. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 23 and therefore denies them.

24. The allegations in paragraph 24 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies that it sold eggs in this District and denies that the Court has venue over OFE individually but for the MDL process. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations regarding other Defendants' activities in this District and therefore denies them. OFE denies the remaining allegations in paragraph 24.

25. The allegations in paragraph 25 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE admits that it has sold eggs in the United States but denies that it sold eggs in this District and denies that the Court has jurisdiction over OFE individuals but for the MDL process. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations regarding other Defendants' activities in this District and therefore denies them. OFE denies the remaining allegations in paragraph 25.

26. OFE denies that it has sold shell eggs or egg products to CSWG. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 26 and therefore denies them.

27. OFE denies that it has sold shell eggs or egg products to Winn-Dixie. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 27 and therefore denies them.

28. OFE denies that it has sold shell eggs or egg products to Roundy's. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 28 and therefore denies them.

29. OFE denies that it has sold shell eggs or egg products to Heinz. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 29 and therefore denies them.

30. OFE denies the allegations in paragraph 30.

31. OFE admits that throughout the Complaint Plaintiffs purport to bring claims against all Defendants through the terms "Defendants," "co-conspirators," and/or "UEP members." OFE denies that this is a proper pleading tactic. OFE has answered such allegations

to the extent they are made against OFE, but otherwise OFE has denied such allegations. OFE otherwise denies the allegations in paragraph 31.

32. OFE admits that it understands that Michael Foods sells shell eggs and egg products. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 32 and therefore denies them.

33. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 33 and therefore denies them.

34. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 34 and therefore denies them.

35. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 35 and therefore denies them.

36. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 36 and therefore denies them.

37. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 37 and therefore denies them.

38. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 38 and therefore denies them.

39. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 39 and therefore denies them.

40. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 40 and therefore denies them.

41. OFE admits that it understands that Rose Acre sells shell eggs and egg products. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 41 and therefore denies them.

42. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 42 and therefore denies them.

43. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 43 and therefore denies them.

44. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 44 and therefore denies them.

45. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 45 and therefore denies them.

46. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 46 and therefore denies them.

47. OFE admits that it understands that National Food sells shell eggs and egg products. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 47 and therefore denies them.

48. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 48 and therefore denies them.

49. OFE admits that it understands that National Food sells shell eggs and egg products. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 49 and therefore denies them.

50. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 50 and therefore denies them.

51. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 51 and therefore denies them.

52. OFE admits that it understands that Cal-Maine sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 52 and therefore denies them.

53. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 53 and therefore denies them.

54. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 54 and therefore denies them.

55. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 55 and therefore denies them.

56. OFE admits that it understands that Cal-Maine is a member of UEP. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 56 and therefore denies them.

57. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 57 and therefore denies them.

58. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 58 and therefore denies them.

59. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 59 and therefore denies them.

60. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 60 and therefore denies them.

61. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 61 and therefore denies them.

62. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 62 and therefore denies them.

63. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 63 and therefore denies them.

64. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 64 and therefore denies them.

65. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 65 and therefore denies them.

66. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 66 and therefore denies them.

67. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 67 and therefore denies them.

68. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 68 and therefore denies them.

69. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 69 and therefore denies them.

70. OFE admits that it understands that Hillandale Farms comprises various corporate entities, and that Orland Bethel started Hillandale Farms. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 70 and therefore denies them.



71. OFE admits that it understands that Hillandale PA is part of the Hillandale Farms enterprise. OFE denies that Hillandale PA has sold all of OFE's production since late 2003. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations of paragraph 71 and therefore denies them.

72. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 72 and therefore denies them.

73. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 73 and therefore denies them.

74. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 74 and therefore denies them.

75. OFE denies that Hillandale Farms and Hillandale East were marketers of eggs produced by OFE. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations of paragraph 75 and therefore denies them.

76. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 76 and therefore denies them.

77. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 77 and therefore denies them.

78. OFE denies that Hillandale Farms markets or distributes shell eggs or egg products produced by OFE. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations of paragraph 78 and therefore denies them.

79. OFE admits that for the relevant time period it was a limited liability company with its principal place of business located in Croton, Ohio. OFE admits that during the relevant

time period, it was a member of UEP. OFE admits that during the relevant time period, Hillandale Farms, LLC had a 70% interest and Eggs Manager, LLC had a 30% interest. OFE admits that its sold eggs to Hillandale Ohio pursuant to a December 26, 2003 Output Agreement. OFE denies the remaining allegations contained in paragraph 79.

80. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 80 and therefore denies them.

81. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 81 and therefore denies them.

82. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 82 and therefore denies them.

83. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 83 and therefore denies them.

84. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 84 and therefore denies them.

85. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 85 and therefore denies them.

86. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 86 and therefore denies them.

87. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 87 and therefore denies them.

88. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 88 and therefore denies them.

89. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 89 and therefore denies them.

90. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 90 and therefore denies them.

91. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 91 and therefore denies them.

92. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 92 and therefore denies them.

93. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 93 and therefore denies them.

94. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 94 and therefore denies them.

95. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 95 and therefore denies them.

96. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 96 and therefore denies them.

97. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 97 and therefore denies them.

98. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations of paragraph 98 and therefore denies them.

99. OFE admits that it understands that UEP is a Capper-Volstead agricultural cooperative with its principal place of business in Georgia. Further answering, OFE is without

knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 99 and therefore denies them.

100. OFE is not a member of UEA. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 100 and therefore denies them.

101. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 101 and therefore denies them.

102. OFE denies the allegations in paragraph 102.

103. OFE denies the allegations in paragraph 103.

104. OFE denies the allegations in paragraph 104.

105. OFE admits that Plaintiffs purport to bring their allegations against “unnamed co-conspirators.” OFE otherwise denies the allegations in paragraph 105.

106. OFE admits that the egg industry generally can include shell eggs and egg products. OFE otherwise denies the allegations in paragraph 106.

107. OFE admits that Plaintiffs have set forth one possible description of the shell eggs sector. OFE otherwise denies the allegations in paragraph 107.

108. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 108 and therefore denies them.

109. OFE admits that eggs products may consist of eggs that have been removed from their shells and processed into dried, frozen or liquid forms. OFE further admits that Plaintiffs have set forth one possible definition for “processing eggs.” With respect to the last sentence of paragraph 109, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. OFE denies the remaining allegations in paragraph 109.

110. OFE admits that Plaintiffs have set forth one possible description for the production of liquid, frozen, and dried eggs. OFE otherwise denies the allegations in paragraph 110.

111. OFE admits that egg products maybe used in baked goods or in items such as mayonnaise, pasta, and salad dressings, in addition to other uses. OFE further admits that Plaintiffs have offered several reasons that foodservice industry operators may use egg products, in addition to other reasons. OFE otherwise denies the allegations in paragraph 111.

112. OFE admits that, in some circumstances, the production, processing, packaging and distribution of shell eggs and egg products may constitute and affect interstate trade and commerce. OFE otherwise denies the allegations in paragraph 112.

113. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 113 and therefore denies them.

114. OFE admits that Plaintiffs have set forth one possible definition for a “vertically integrated enterprise.” OFE otherwise denies the allegations in paragraph 114.

115. OFE denies the allegations in paragraph 115.

116. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 116 and therefore denies them.

117. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 117 and therefore denies them.

118. OFE admits that Plaintiffs have set forth one possible definition for “pullet.” OFE otherwise denies the allegations in paragraph 118.

119. OFE admits that Plaintiffs have set forth one possible process by which caged shell producers raise pullets. OFE otherwise denies the allegations in paragraph 119.

120. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 120 and therefore denies them.

121. OFE admits that Plaintiffs have set forth one possible description of a hen's egg production. OFE otherwise denies the allegations in paragraph 121.

122. OFE denies that molting necessarily has the effect of reducing a hen's overall supply of eggs. Further answering, OFE admits that Plaintiffs have set forth one possible description of the molting process, as well as one possible reason for which an egg producer may decide to molt a flock. OFE otherwise denies the allegations in paragraph 122.

123. OFE admits that Plaintiffs have set forth one possible definition of "molting" and the process producers might use to induce molting. OFE otherwise denies the allegations in paragraph 123.

124. OFE admits that Plaintiffs have set forth one possible description of post-molt egg production. OFE otherwise denies the allegations in paragraph 124.

125. OFE admits that Plaintiffs have set forth one possible definition for "spent hen" and one possible description of operations at a chicken farm. OFE otherwise denies the allegations in paragraph 125.

126. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 126 and therefore denies them.

127. OFE admits that Plaintiffs have set forth one possible description of egg processing by an egg producer. OFE otherwise denies the allegations in paragraph 127.

128. OFE admits that in the first sentence Plaintiffs have set forth one possible description of egg processing by an egg producer. OFE further admits that in the second

sentence Plaintiffs have set forth one possible definition of a vertically integrated egg producer. OFE otherwise denies the allegations in paragraph 128.

129. OFE admits that Plaintiffs have set forth one possible description of the operations of an egg producer. OFE otherwise denies the allegations in paragraph 129.

130. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 130 and therefore denies them.

131. OFE admits that Plaintiffs have set forth one possible definition of USDA Organic eggs. OFE otherwise denies the allegations in paragraph 131.

132. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the first sentence of paragraph 132 and therefore denies them. With respect to the second sentence, OFE admits that Plaintiffs have set forth one possible definition of “free-range” hens. OFE otherwise denies the allegations in paragraph 132.

133. OFE admits that Plaintiffs have set forth one possible definition of “specialty eggs” and that Plaintiffs are excluding purchases of these products from its lawsuit. OFE otherwise denies the allegations in paragraph 133.

134. OFE denies the allegations in the first sentence of paragraph 134. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 134 and therefore denies them.

135. OFE denies the allegations in the first sentence of paragraph 135. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 135 and therefore denies them.

136. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 136 and therefore denies them.

137. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 137 and therefore denies them.

138. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 138 and therefore denies them.

139. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 139 and therefore denies them.

140. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 140 and therefore denies them.

141. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 141 and therefore denies them.

142. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 142 and therefore denies them.

143. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 143 and therefore denies them.

144. With respect to the first sentence in paragraph 144, OFE admits that supply can affect the price of eggs in addition to other factors. OFE otherwise denies the allegations in the first sentence of paragraph 144. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 144 and therefore denies them.

145. With respect to the first sentence of paragraph 145, OFE admits that demand for eggs is relatively inelastic, depending on the price, when compared to other consumer products, but denies the remaining allegations in the first sentence of paragraph 145. Further answering,



OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 145 and therefore denies them.

146. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 146 and therefore denies them.

147. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 147 and therefore denies them.

148. OFE denies the allegations in paragraph 148.

149. OFE denies the allegations in paragraph 149.

150. OFE denies the allegations in paragraph 150.

151. With respect to the first sentence of paragraph 151, OFE admits that an excess of supply may at times cause egg prices to drop in addition to other factors. OFE otherwise denies the allegations in the first sentence of paragraph 151. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 151 and therefore denies them.

152. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 152 and therefore denies them.

153. OFE denies the allegations in paragraph 153.

154. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 154 and therefore denies them.

155. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 155 and therefore denies them.

156. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 156 and therefore denies them.

157. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 157 and therefore denies them.

158. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 158 and therefore denies them.

159. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 159 and therefore denies them.

160. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 160 and therefore denies them.

161. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 161 and therefore denies them.

162. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 162 and therefore denies them.

163. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 163 and therefore denies them.

164. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 164 and therefore denies them.

165. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 165 and therefore denies them.

166. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 166 and therefore denies them.

167. OFE admits that UEP publishes a newsletter called United Voices. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 167 and therefore denies them.

168. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 168 and therefore denies them.

169. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 169 and therefore denies them.

170. OFE is not a member of UEA. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 170 and therefore denies them.

171. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 171 and therefore denies them.

172. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 172 and therefore denies them.

173. OFE admits that UEP has its principal place of business in Georgia, but otherwise is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 173 and therefore denies them.

174. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 174 and therefore denies them.

175. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 175 and therefore denies them.

176. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 176 and therefore denies them.

177. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 177 and therefore denies them.

178. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 178 and therefore denies them.

179. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 179 and therefore denies them.

180. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 180 and therefore denies them.

181. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 181 and therefore denies them.

182. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 182 and therefore denies them.

183. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 183 and therefore denies them.

184. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 184 and therefore denies them.

185. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 185 and therefore denies them.

186. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 186 and therefore denies them.

187. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 187 and therefore denies them.

188. OFE denies the allegations in paragraph 188 to the extent they are directed at OFE. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 188 with regard to other Defendants and therefore denies them.

189. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 189 and therefore denies them.

190. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 190 and therefore denies them.

191. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 191 and therefore denies them.

192. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 192 and therefore denies them.

193. OFE denies the allegations in paragraph 193.

194. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 194.

195. OFE denies the allegations in paragraph 195.

196. OFE denies the allegations in paragraph 196.

197. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 197 and therefore denies them.

198. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 198 and therefore denies them.

199. OFE denies the allegations in paragraph 199.

200. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 200 and therefore denies them.

201. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 201 and therefore denies them.

202. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 202 and therefore denies them.

203. OFE denies the allegations in paragraph 203.

204. With respect to the allegations in the first sentence of paragraph 204, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. OFE denies the allegations in the second sentence of paragraph 204.

205. OFE denies the allegations in paragraph 205.

206. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 206 and therefore denies them.

207. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 207 and therefore denies them.

208. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 208 and therefore denies them.

209. OFE denies the allegations in paragraph 209.

210. OFE denies the allegations in paragraph 210.

211. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 211 and therefore denies them.

212. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 212 and therefore denies them.

213. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 213.

214. OFE denies the allegations in paragraph 214.

215. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 215 and therefore denies them.

216. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 216 and therefore denies them.

217. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 217 and therefore denies them.

218. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 218 and therefore denies them.

219. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 219 and therefore denies them.

220. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 220 and therefore denies them.

221. OFE denies the allegations in the first sentence of paragraph 221. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 221 and therefore denies them.

222. OFE denies the allegations in paragraph 222.

223. OFE denies the first sentence in paragraph 223. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 223 and therefore denies them.

224. OFE denies the allegations in paragraph 224.

225. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 225 and therefore denies them.

226. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 226 and therefore denies them.

227. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 227 and therefore denies them.

228. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 228 and therefore denies them.

229. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 229 and therefore denies them.

230. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 230 and therefore denies them.

231. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 231 and therefore denies them.

232. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 232 and therefore denies them.

233. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 233 and therefore denies them.

234. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 234 and therefore denies them.

235. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 235 and therefore denies them.

236. OFE denies the allegations in paragraph 236.

237. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 237 and therefore denies them.



238. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 238 and therefore denies them.

239. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 239 and therefore denies them.

240. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 240 and therefore denies them.

241. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 241 and therefore denies them.

242. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 242 and therefore denies them.

243. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 243 and therefore denies them.

244. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 244 and therefore denies them.

245. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 245 and therefore denies them.

246. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 246 and therefore denies them.

247. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 247 and therefore denies them.

248. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 248 and therefore denies them.

249. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 249 and therefore denies them.

250. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 250 and therefore denies them.

251. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 251 and therefore denies them.

252. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 252 and therefore denies them.

253. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 253 and therefore denies them.

254. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 254 and therefore denies them.

255. OFE denies the allegations in paragraph 255.

256. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 256 and therefore denies them.

257. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 257 and therefore denies them.

258. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 258 and therefore denies them.

259. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 259 and therefore denies them.

260. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 260 and therefore denies them.

261. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 261 and therefore denies them.

262. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 262 and therefore denies them.

263. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 263 and therefore denies them.

264. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 264 and therefore denies them.

265. With respect to the first sentence of paragraph 265, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. With respect to the second sentence of paragraph 265, OFE denies that it agreed to any price fixing scheme or any of the remaining allegations in paragraph 265.

266. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 266 and therefore denies them.

267. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 267 and therefore denies them.

268. OFE denies the allegations in paragraph 268.

269. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 269 and therefore denies them.

270. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 270 and therefore denies them.

271. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 271 and therefore denies them.

272. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 272 and therefore denies them.

273. OFE denies the allegations in paragraph 273.

274. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 274 and therefore denies them.

275. OFE admits that Plaintiffs are attempting to quote from and characterize the document referenced therein, which speaks for itself. OFE otherwise denies the allegations in paragraph 275, including Plaintiffs' characterization of the document.

276. OFE admits that Plaintiffs are attempting to summarize the document referenced therein, which speaks for itself. OFE otherwise denies the allegations in paragraph 276, including Plaintiffs' characterization of the document.

277. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 277 and therefore denies them.

278. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 278 and therefore denies them.

279. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 279 and therefore denies them.

280. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 280 and therefore denies them.

281. OFE denies the allegations in paragraph 281.

282. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 282 and therefore denies them.

283. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 283 and therefore denies them.

284. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 284 and therefore denies them.

285. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 285 and therefore denies them.

286. OFE admits that it voluntarily amended its molt and disposal schedule in 2005 but otherwise denies the allegations in the first sentence of paragraph 286. OFE further denies that it entered into any “price fixing agreement.” Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 286 and therefore denies them.

287. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 287 and therefore denies them.

288. OFE denies the allegations in paragraph 288.

289. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 289 and therefore denies them.

290. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 290 and therefore denies them.

291. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 291 and therefore denies them.

292. OFE denies the allegations in paragraph 292.

293. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 293 and therefore denies them.

294. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 294 and therefore denies them.

295. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 295 and therefore denies them.

296. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 296 and therefore denies them.

297. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 297 and therefore denies them.

298. OFE denies the allegations in the first sentence of paragraph 298. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the second sentence of paragraph 298 and therefore denies them.

299. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 299 and therefore denies them.

300. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 300 and therefore denies them.

301. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 301 and therefore denies them.

302. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 302 and therefore denies them.

303. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 303 and therefore denies them.

304. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 304 and therefore denies them.

305. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 305 and therefore denies them.

306. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 306 and therefore denies them.

307. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 307 and therefore denies them.

308. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 308 and therefore denies them.

309. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 309 and therefore denies them.

310. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 310 and therefore denies them.

311. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 311 and therefore denies them.

312. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 312 and therefore denies them.

313. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 313 and therefore denies them.

314. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 314 and therefore denies them.

315. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 315 and therefore denies them.

316. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 316 and therefore denies them.

317. OFE denies the allegations in paragraph 317.

318. OFE denies the allegations in the first sentence of paragraph 318. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 318 and therefore denies them.

319. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 319 and therefore denies them.

320. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 320 and therefore denies them.

321. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 321 and therefore denies them.

322. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 322 and therefore denies them.

323. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 323 and therefore denies them.

324. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 324 and therefore denies them.

325. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 325 and therefore denies them.

326. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 326 and therefore denies them.



327. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 327 and therefore denies them.

328. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 328 and therefore denies them.

329. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 329 and therefore denies them.

330. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 330 and therefore denies them.

331. OFE denies the allegations in paragraph 331.

332. OFE denies the allegations in the first sentence of paragraph 332. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 332 and therefore denies them.

333. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 333 and therefore denies them.

334. OFE denies the allegations in paragraph 334.

335. OFE denies the allegations in paragraph 335.

336. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 336 and therefore denies them.

337. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 337 and therefore denies them.

338. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 338 and therefore denies them.

339. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 339 and therefore denies them.

340. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 340 and therefore denies them.

341. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 341 and therefore denies them.

342. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 342 and therefore denies them.

343. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 343 and therefore denies them.

344. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 344 and therefore denies them.

345. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 345 and therefore denies them.

346. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 346 and therefore denies them.

347. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 347 and therefore denies them.

348. OFE denies the allegations in the first sentence of paragraph 348. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 348 and therefore denies them.

349. OFE denies the allegations in paragraph 349.

350. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 350 and therefore denies them.

351. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 351 and therefore denies them.

352. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 352 and therefore denies them.

353. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 353 and therefore denies them.

354. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 354 and therefore denies them.

355. OFE denies the allegations in the first sentence of paragraph 355. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations and therefore denies them.

356. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 356 and therefore denies them.

357. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 357 and therefore denies them.

358. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 358 and therefore denies them.

359. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 359 and therefore denies them.

360. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 360 and therefore denies them.

361. OFE denies the allegations in paragraph 361.

362. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 362 and therefore denies them.

363. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 363 and therefore denies them.

364. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 364 and therefore denies them.

365. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 365 and therefore denies them.

366. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 366 and therefore denies them.

367. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 367 and therefore denies them.

368. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 368 and therefore denies them.

369. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 369 and therefore denies them.

370. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 370 and therefore denies them.

371. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 371 and therefore denies them.

372. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 372 and therefore denies them.

373. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 373 and therefore denies them.

374. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 374 and therefore denies them.

375. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 375 and therefore denies them.

376. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 376 and therefore denies them.

377. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 377 and therefore denies them.

378. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 378 and therefore denies them.

379. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 379 and therefore denies them.

380. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 380 and therefore denies them.

381. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 381 and therefore denies them.

382. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 382 and therefore denies them.

383. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 383 and therefore denies them.

384. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 384 and therefore denies them.

385. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 385 and therefore denies them.

386. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 386 and therefore denies them.

387. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 387 and therefore denies them.

388. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 388 and therefore denies them.

389. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 389 and therefore denies them.

390. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 390 and therefore denies them.

391. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 391 and therefore denies them.

392. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 392 and therefore denies them.

393. OFE denies the allegations in paragraph 393.

394. OFE admits that shell eggs are a component in processed egg products, and that shell eggs may be broken and separated to be processed into various dried, liquid or frozen egg products. OFE otherwise denies the allegations in paragraph 394.

395. OFE admits that the wholesale prices of shell eggs may affect the price of processed egg products in addition to other factors. OFE otherwise denies the allegations in paragraph 395.

396. With respect to the first two sentences of paragraph 396, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. OFE denies the allegations in the third sentence of paragraph 396.

397. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the first sentence of paragraph 398 and therefore denies them. OFE denies the remaining allegations in paragraph 397.

398. OFE is not a member of UEA. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 398 and therefore denies them.

399. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 399 and therefore denies them.

400. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 400 and therefore denies them.

401. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 401 and therefore denies them.

402. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 402 and therefore denies them.

403. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 403 and therefore denies them.

404. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 404 and therefore denies them.

405. OFE denies the allegations in paragraph 405.

406. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the first sentence of paragraph 406 and therefore denies them. OFE denies the allegations in the second sentence of paragraph 406.

407. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 407 and therefore denies them.

408. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 408 and therefore denies them.

409. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 409 and therefore denies them.

410. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 410 and therefore denies them.

411. With respect to the first, second, and third sentences of paragraph 411, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. OFE denies the allegations in the fourth sentence of paragraph 411.

412. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 412 and therefore denies them.

413. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 413 and therefore denies them.

414. OFE denies the allegations in paragraph 414.

415. OFE denies the allegations in paragraph 415.



416. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 416.

417. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 417.

418. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 418 and therefore denies them.

419. OFE admits that the referenced UEP Membership Agreement speaks for itself and more accurately reflects the allegations in paragraph 419. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 419 and therefore denies them.

420. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 420 and therefore denies them.

421. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 421 and therefore denies them.

422. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 422 and therefore denies them.

423. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 423 and therefore denies them.

424. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 424 and therefore denies them.

425. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 425 and therefore denies them.

426. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 426 and therefore denies them.

427. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 427 and therefore denies them.

428. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 428 and therefore denies them.

429. OFE admits that UEP has its principal place of business in Georgia, but otherwise is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 429 and therefore denies them.

430. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 430 and therefore denies them.

431. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 431 and therefore denies them.

432. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 432 and therefore denies them.

433. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 433 and therefore denies them.

434. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 434 and therefore denies them.

435. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 435 and therefore denies them.

436. OFE admits that, during the relevant period, it possessed certification no. 328. OFE is without knowledge sufficient to form a belief as to the truth of the remaining allegations in paragraph 436 and therefore denies them.

437. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 437 and therefore denies them.

438. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 438 and therefore denies them.

439. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 439 and therefore denies them.

440. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 440 and therefore denies them.

441. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 441 and therefore denies them.

442. OFE admits that it understands that UEP is a Capper-Volstead agricultural cooperative, but otherwise denies the allegations in paragraph 442.

443. OFE denies the allegations in the first sentence of paragraph 443. The second sentence calls for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in the second sentence of paragraph 443. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the third sentence of paragraph 443 and therefore denies them.

444. The first sentence of paragraph 444 calls for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in the first sentence of paragraph 444. Further answering, OFE is without knowledge sufficient to form a

belief as to the truth or validity of the remaining allegations in paragraph 444 and therefore denies them.

445. The allegations in paragraph 445 calls for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 445.

446. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 446 and therefore denies them.

447. OFE denies the allegations in paragraph 447.

448. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 448 and therefore denies them.

449. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 449 and therefore denies them.

450. OFE is not a member of USEM. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 450 and therefore denies them.

451. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 451 and therefore denies them.

452. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 452 and therefore denies them.

453. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 453 and therefore denies them.

454. OFE denies the allegations in paragraph 454.

455. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 455 and therefore denies them.

456. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 456 and therefore denies them.

457. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 457 and therefore denies them.

458. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 458 and therefore denies them.

459. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 459 and therefore denies them.

460. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 460 and therefore denies them.

461. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 461 and therefore denies them.

462. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 462 and therefore denies them.

463. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 463 and therefore denies them.

464. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 464 and therefore denies them.

465. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 465 and therefore denies them.

466. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 466 and therefore denies them.

467. OFE denies the allegations in paragraph 467.

468. OFE denies the allegations in paragraph 468.

469. OFE denies the allegations in paragraph 469.

470. OFE denies the allegations in paragraph 470.

471. OFE denies the allegations in paragraph 471.

472. OFE denies the allegations in paragraph 472.

473. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 473 and therefore denies them.

474. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 474 and therefore denies them.

475. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 475 and therefore denies them.

476. OFE denies the allegations in paragraph 476.

477. OFE denies the allegations in paragraph 477.

478. OFE denies the allegations in paragraph 478.

479. OFE denies the allegations in paragraph 479.

480. OFE denies the allegations in paragraph 480.

481. OFE denies the allegations in paragraph 481.

482. OFE denies the allegations in paragraph 482.

483. OFE denies the allegations in paragraph 483.

484. OFE denies the allegations in paragraph 484.

485. OFE denies the allegations in paragraph 485.

486. OFE denies the allegations in paragraph 486.

487. OFE denies the allegations in paragraph 487.

488. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 488 and therefore denies them.

489. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 489 and therefore denies them.

490. OFE denies the allegations in paragraph 490.

491. OFE denies the allegations in paragraph 491.

492. OFE denies the allegations in paragraph 492.

493. OFE denies the allegations in paragraph 493.

494. OFE denies the allegations in paragraph 494.

495. OFE denies the allegations in paragraph 495.

496. OFE denies the allegations in paragraph 496.

497. OFE denies the allegations in paragraph 497.

498. OFE denies the allegations in paragraph 498.

499. OFE denies the allegations in paragraph 499.

500. OFE denies the allegations in paragraph 500.

501. OFE denies the allegations in paragraph 501.

502. OFE denies the allegations in paragraph 502.

503. OFE denies the allegations in paragraph 503.

504. OFE denies the allegations in paragraph 504.

505. OFE denies the allegations in paragraph 505.

506. OFE denies the allegations in paragraph 506.

507. OFE denies the allegations in paragraph 507.

508. OFE denies the allegations in paragraph 508.

**VIOLATION ALLEGED**  
**Section 1 of the Sherman Act, 15 U.S.C. § 1**

509. OFE incorporates by reference its answers to every paragraph above as if fully rewritten herein.

510. The allegations in paragraph 510 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 510.

511. OFE denies the allegations in paragraph 511.

512. OFE denies the allegations in paragraph 512.

513. OFE denies the allegations in paragraph 513.

**AFFIRMATIVE DEFENSES**

**FIRST AFFIRMATIVE DEFENSE**

1. Plaintiffs fail to state a claim upon which relief can be granted.

**SECOND AFFIRMATIVE DEFENSE**

2. The alleged acts and omissions of Defendants were within the scope of the antitrust immunity provided by the Capper-Volstead Act, 7 U.S.C. § 291, in whole or in part.

**THIRD AFFIRMATIVE DEFENSE**

3. The alleged acts and omissions of Defendants were within the scope of the antitrust immunity provided by § 5 of the Cooperative Marketing Association Act, 7 U.S.C. § 455, in whole or in part.

**FOURTH AFFIRMATIVE DEFENSE**

4. The alleged acts and omissions of Defendants were within the scope of the antitrust immunity provided by § 6 of the Clayton Act, 15 U.S.C. § 17, in whole or in part.



**FIFTH AFFIRMATIVE DEFENSE**

5. If, for some technical reason, any or all of the alleged acts and omissions of Defendants were not within the scope of the foregoing immunities, any such technical defects should be disregarded as *de minimis*.

**SIXTH AFFIRMATIVE DEFENSE**

6. If, for some reason, any or all of the alleged acts and omissions of Defendants were not within the scope of the foregoing immunities, OFE had the right to rely upon the representations of UEP that it was a Capper-Volstead entity.

**SEVENTH AFFIRMATIVE DEFENSE**

7. At all relevant times, OFE acted in good faith and with intent to comply with the law and in a commercially reasonable manner.

**EIGHTH AFFIRMATIVE DEFENSE**

8. If, for some reason, any or all of the alleged acts and omissions of Defendants were not within the scope of the foregoing immunities, any resulting damages should be equitably mitigated.

**NINTH AFFIRMATIVE DEFENSE**

9. If, for any reason, any of the alleged acts and omissions of Defendants were unlawful and were outside the scope of any immunity, any resulting damages are limited to compensation for injuries that Plaintiff can show to have resulted from that which made Defendants' conduct unlawful and to be separate from the consequences of otherwise lawful activity.

**TENTH AFFIRMATIVE DEFENSE**

10. To the extent that Plaintiffs seek to impose vicarious liability on OFE for the alleged acts and omissions of its alleged co-conspirators, and then to treble the resulting damages and add attorneys' fees and expenses, they seek a result that is so grossly excessive in comparison with the conduct, lack of culpability, and limited resources of OFE that in this case it would amount to an arbitrary deprivation of property in violation of the Due Process Clause of the Fifth Amendment of the United States Constitution.

**ELEVENTH AFFIRMATIVE DEFENSE**

11. Plaintiffs' claims are barred in whole or in part by the statute of limitations and/or the doctrine of laches, waiver and/or equitable estoppel.

**TWELFTH AFFIRMATIVE DEFENSE**

12. To the extent that the Plaintiffs assert that Defendants fraudulently concealed any mater, Plaintiff has failed to allege this fraud with sufficient particularity.

**THIRTEENTH AFFIRMATIVE DEFENSE**

13. Plaintiffs' claims are barred, in whole or in part, by the doctrines of *in pari delicto*, involvement, participation, equal involvement, complete involvement, and unclean hands.

**FOURTEENTH AFFIRMATIVE DEFENSE**

14. OFE reserves the right to assert any additional affirmative defenses raised by other Defendants.

**FIFTEENTH AFFIRMATIVE DEFENSE**

15. OFE reserves the right to amend this Answer and assert additional affirmative defenses which may be learned as discovery proceeds.

WHEREFORE, having fully answered, OFE respectfully requests that Plaintiffs' Second Amended Complaint be dismissed with prejudice; that the Court award nothing on the claims for relief and damages asserted herein; and that the Court award OFE its costs, attorney's fees, and all further relief to which it may be entitled and which the Court deems just, proper, and appropriate.

DATED: January 31, 2014

/s/ Joseph M. Callow, Jr. \_\_\_\_\_  
Gregory M. Utter  
Joseph M. Callow, Jr.  
Brian M. Babb  
One East Fourth St., Suite 1400  
Cincinnati, Ohio 45202  
Phone: (513) 579-6419  
Fax: (513) 579-6457  
jcallow@kmklaw.com  
*Attorneys for Ohio Fresh Eggs, LLC*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 31<sup>st</sup> day of January, 2014, a true and correct copy of the foregoing was filed electronically and served upon counsel of record via the court's ECF system.

/s/ Joseph M. Callow, Jr. \_\_\_\_\_  
Joseph M. Callow, Jr.

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